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LAW OFFICES OF NORMAN LINDER HULL

PROFESSIONAL ASSOCIATION

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February 6, 1998

Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

FILED
98 FEB -9 PM 3:44
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Traci Bass & Associates, Inc.

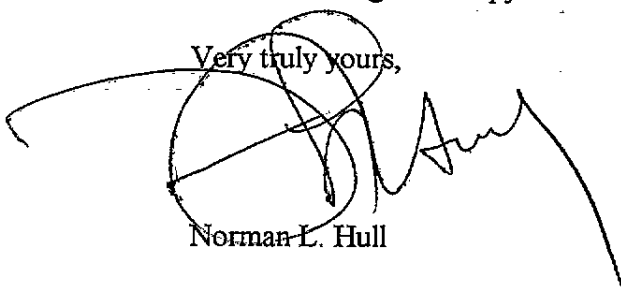
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-02/09/98--01058--027
****122.50 ****122.50

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for Traci Bass & Associates, Inc. Please file the original articles and return a copy to me. I have enclosed this firm's check in the amount of \$122.50 for the filing of these articles.

If possible, please be so kind as to fax to the undersigned a copy of the filed articles.

Very truly yours,



Norman L. Hull

NLH/blr
Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

TRACI BASS & ASSOCIATES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby certifies as follows:

ARTICLE I

The name of the corporation shall be TRACI BASS & ASSOCIATES, INC.

ARTICLE II

The corporate existence shall begin upon the filing of these Articles by the Department of State of the State of Florida. The duration of the corporation shall be perpetual.

ARTICLE III

This corporation is formed for the purpose of engaging in the marketing and arranging tours for time share condominiums and resorts, as well as the purchase, sale and resale of tangible and intangible items and services of all kinds and description, and any and all related business activities. This corporation may also engage in any lawful business for which a corporation may be incorporated under the laws of the State of Florida. This corporation shall have and may exercise any and all powers necessary, or convenient or incidental to the carrying out any business in which it may be engaged.

ARTICLE IV

There shall be a Board of Directors of the corporation initially consisting of one member, namely TRACI BASS LEVIN, under whom the business and affairs of the corporation shall be conducted. All corporate powers shall be exercised by or under the authority of the Board of

Directors. The number of the members of the Board of Directors may be changed from time to time as provided in the bylaws.

ARTICLE V

The initial officers of the corporation and their addresses are as follows:

Traci Bass Levin, President 5615 Spring Run Avenue, Orlando, Florida 32819

Traci Bass Levin, Secretary and Treasurer 5615 Spring Run Avenue, Orlando, Florida 32819

ARTICLE VI

The aggregate numbers of shares which the corporation shall have authority to issue is one hundred (100), having a par value of One Dollar (\$1.00) per share.

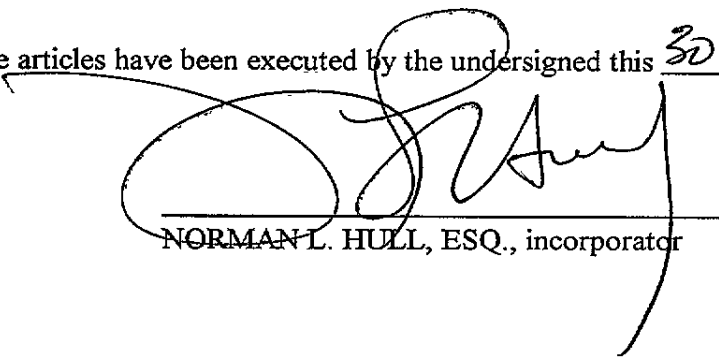
ARTICLE VII

The street address of the corporation's principal office for the conduct of business is 5615 Spring Run Avenue, Orlando, Florida 32819. The street address of the corporation's initial registered office is 537 North Magnolia Avenue, Orlando, Florida 32801, and the name of the corporation's registered agent at that address is Norman L. Hull, Esq.

ARTICLE VIII

The name and address of the corporation's sole incorporator is Norman L. Hull, Esq., 537 N. Magnolia Avenue, Orlando, Florida 32801.

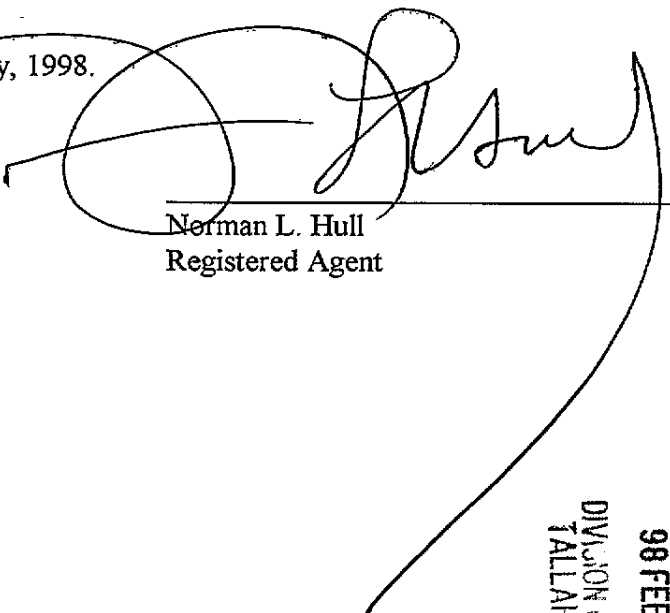
IN WITNESS WHEREOF these articles have been executed by the undersigned this 30 day of January, 1998.


NORMAN L. HULL, ESQ., incorporator

ACCEPTANCE OF RESIDENT AGENT

The undersigned, having been named Resident Agent for TRACI BASS LEVIN, hereby accepts said designation and agrees to act in said capacity at the place identified in the Articles of Incorporation, namely, 537 N. Magnolia Avenue, Orlando, Florida 32801. The undersigned further agrees to comply with the provisions of all statutes relative to the performance of his duties as Registered Agent.

Dated this 30 day of January, 1998.



Norman L. Hull
Registered Agent

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TALLAHASSEE, FLORIDA

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